

R. Civ. P. 12(b)(6) because the Class Plaintiffs have failed to state a claim on which relief can be granted.

B. Admissions & Denials

1. Perry lacks knowledge or information sufficient to form a belief as to the truth of the allegation of Paragraphs 1-8 of the Complaint regarding other parties to the lawsuit.

2. Perry admits Paragraph 9 of the Complaint.

3. Perry lacks knowledge or information sufficient to form a belief as to the truth of the allegation of Paragraphs 10-19 of the Complaint regarding other parties to the lawsuit.

4. Perry lacks knowledge or information sufficient to form a belief as to the truth of the allegations regarding jurisdiction in Paragraph 20 as to the other parties. Perry admits to being a director for Stanford Trust Company (Louisiana), and denies the remaining allegations in the paragraph.

5. Perry need not admit or deny Paragraph 21 of the Complaint in that it is procedural and contains a legal conclusion. If a response is required, Perry lacks knowledge or information sufficient to form a belief as to truth of the allegations of Paragraph 21 of the Complaint.

6. Perry need not admit or deny Paragraph 22 of the Complaint in that it is procedural and contains a legal conclusion. If a response is required, Perry lacks knowledge or information sufficient to form a belief as to truth of the allegations of Paragraph 22 of the Complaint.

7. Perry need not admit or deny Paragraph 23 of the Complaint in that it is procedural and contains a legal conclusion. If a response is required, Perry lacks knowledge or information sufficient to form a belief as to truth of the allegations of Paragraph 23 of the

Complaint.

8. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 24. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

8. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 25. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

10. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 26. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

11. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 27. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

12. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 28. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

13. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 29. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

14. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 30. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

15. Perry is without knowledge or information sufficient to form a belief as to the

truth of the allegations contained in paragraph 31. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

16. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 32. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

17. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 33. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

18. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 34. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

19. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 35. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

20. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 36. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

21. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 37. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

22. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 38. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

23. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 39. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

24. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 40. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

25. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 41. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

26. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 42. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

26. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 43. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

27. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 44. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

28. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 45. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

29. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 46. Answering further, Perry denies any

involvement or complicity in the alleged misconduct.

30. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 47. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

31. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 48. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

32. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 49. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

33. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 50. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

34. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 51. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

35. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 52. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

36. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 53. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

37. Perry is without knowledge or information sufficient to form a belief as to the

truth of the allegations contained in paragraph 54. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

38. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 55. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

39. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 56. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

40. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 57. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

41. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 58. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

42. Perry admits that he was President of STC and that he, Jay Comeaux, Jay Zager and Jason Green were directors of STC. Perry is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in paragraph 59. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

43. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 60. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

44. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 61. Answering further, Perry denies any

involvement or complicity in the alleged misconduct.

45. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 62. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

46. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 63. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

47. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 64. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

48. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 65. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

49. Perry denies the allegations contained in paragraph 66.

50. Perry admits requesting legal opinions from BSW on various matters. Answering further, Perry denies the remaining allegations in Paragraph 67 and denies any involvement or complicity in the alleged misconduct.

51. Perry denies the allegations contained in paragraph 68.

52. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 69. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

53. Perry admits that he had discussion with Reynaud to serve on the Board of Directors of STC and that Reynaud accepted that offer. Perry also admits that Reynaud would

have received shares in STC. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 70.

54. Perry denies the allegations in Paragraph 71.

55. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 72. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

56. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 73. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

57. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 74. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

58. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 75. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

59. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 76. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

60. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 77. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

61. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 78. Answering further, Perry denies any

involvement or complicity in the alleged misconduct.

62. Perry denies the allegations in Paragraph 79 of the Complaint.

63. Perry denies the allegations in Paragraph 80 of the Complaint.

64. Perry denies the allegations in Paragraph 81 of the Complaint.

65. Perry denies the allegations in Paragraph 82 of the Complaint.

66. Perry denies the allegations in Paragraph 83 of the Complaint.

67. Perry denies the allegations in Paragraph 84 of the Complaint.

68. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 85. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

69. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 86. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

70. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 87. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

71. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 88. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

72. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 89. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

73. Perry is without knowledge or information sufficient to form a belief as to the

truth of the allegations contained in paragraph 90. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

74. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 91. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

71. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 92. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

72. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 93. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

73. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 94. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

74. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 95. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

75. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 96. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

76. Perry denies the allegations in Paragraph 97 of the Complaint.

77. Perry denies rewriting any legal opinions. Perry is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in

paragraph 98. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

78. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 99. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

79. Perry denies the allegations in Paragraph 100 of the Complaint.

80. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 101. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

80. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 102. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

81. Perry admits that Whitney Bank wrote a letter terminating the banking relationship with Whitney Bank. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 103. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

82. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 104. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

83. Perry admits that he was on the STC Board of Directors from 2003 through 2006. Perry is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in paragraph 105. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

84. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 106. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

85. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 107. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

86. Perry admits that he resigned from STC in September 2006. Perry denies the allegations in paragraph 108 regarding him. Perry is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in paragraph 108. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

87. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 109. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

88. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 110. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

87. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 111. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

88. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 112. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

89. Perry is without knowledge or information sufficient to form a belief as to the

truth of the allegations contained in paragraph 113. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

90. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 114. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

91. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 115. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

92. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 116. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

93. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 117. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

94. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 118. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

95. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 119. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

96. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 120. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

97. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 121. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

98. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 122. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

99. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 123. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

100. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 124. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

101. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 125. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

102. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 126. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

103. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 127. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

104. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 128. Answering further, Perry denies any

involvement or complicity in the alleged misconduct.

105. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 129. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

106. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 130. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

107. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 131. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

108. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 132. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

109. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 133. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

110. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 134. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

111. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 135. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

112. Perry is without knowledge or information sufficient to form a belief as to the

truth of the allegations contained in paragraph 136. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

113. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 137. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

114. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 138. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

115. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 139. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

116. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 140. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

117. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 141. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

118. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 142. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

119. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 143. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

120. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 144. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

121. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 145. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

122. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 146. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

123. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 147. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

124. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 149. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

125. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 150. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

126. Perry denies the allegations contained in paragraph 151.

127. Perry denies the allegations contained in paragraph 152.

128. Perry denies the allegations contained in paragraph 153.

129. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 154.

130. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 155.

131. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 156.

132. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 157.

133. Perry denies the allegations contained in paragraph 158. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

134. Perry denies the allegations contained in paragraph 159. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

135. Perry denies the allegations contained in paragraph 160.

136. Perry denies the allegations contained in paragraph 161. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

137. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 162. Answering further, Perry denies any involvement or complicity in the alleged misconduct

138. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 163. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

139. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 164. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

140. Perry is without knowledge or information sufficient to form a belief as to the

truth of the allegations contained in paragraph 165. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

141. Perry denies the allegations contained in paragraph 166.

142. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 167. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

143. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 168. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

144. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 169. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

145. Perry denies the allegations contained in paragraph 170.

146. Perry denies the allegations contained in paragraph 171.

147. Perry denies the allegations contained in paragraph 172.

148. Perry denies the allegations contained in paragraph 173.

149. Perry denies the allegations contained in paragraph 174.

150. Perry denies the allegations contained in paragraph 175.

151. Perry denies the allegations contained in paragraph 176.

152. Perry denies the allegations contained in paragraph 177.

153. Perry denies the allegations contained in paragraph 178.

154. Perry denies the allegations contained in paragraph 179.

155. Perry denies the allegations contained in paragraph 180.

156. Perry denies the allegations contained in paragraph 181.

157. Paragraph 182 does not set forth any allegations and need not be admitted nor denied.

158. Perry denies the allegations contained in paragraph 183.

159. Perry denies the allegations contained in paragraph 184.

160. Perry denies the allegations contained in paragraph 185.

161. Perry denies the allegations contained in paragraph 186.

162. Perry denies the allegations contained in paragraph 187.

163. Perry denies the allegations contained in paragraph 188.

164. Perry denies the allegations contained in paragraph 189.

165. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 190. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

166. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 191. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

167. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 192. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

168. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 193. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

169. Perry is without knowledge or information sufficient to form a belief as to the

truth of the allegations contained in paragraph 194. Answering further, Perry denies any involvement or complicity in the alleged misconduct.

170. Perry denies the allegations contained in paragraph 195. Answering further, Perry denies class certification is appropriate in this matter.

171. Perry denies the allegations contained in paragraph 196. Answering further, Perry denies class certification is appropriate in this matter.

172. Perry denies the allegations contained in paragraph 197. Answering further, Perry denies class certification is appropriate in this matter.

173. Perry denies the allegations contained in paragraph 198.

174. Perry denies the allegations contained in paragraph 199.

175. Perry denies the allegations contained in paragraph 200.

176. Perry denies the allegations contained in paragraph 201.

177. Perry denies the allegations contained in paragraph 202.

178. Perry denies the allegations contained in paragraph 203.

179. Perry denies the allegations contained in paragraph 204.

180. Perry denies the allegations contained in paragraph 205.

181. Perry denies the allegations contained in paragraph 206.

182. Perry denies the allegations contained in paragraph 207.

183. Perry denies the allegations contained in paragraph 208.

184. Perry denies the allegations contained in paragraph 209.

185. Perry denies the allegations contained in paragraph 210.

186. Perry denies the allegations contained in paragraph 211.

187. Perry denies the allegations contained in paragraph 212.

188. Perry denies the allegations contained in paragraph 213.

189. Perry denies the allegations contained in paragraph 214.

190. Perry denies the allegations contained in paragraph 215.

191. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 216.

192. Perry is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 217.

191. Perry denies the allegations contained in paragraph 218.

192. Perry denies the allegations contained in paragraph 219.

193. Perry denies the allegations contained in paragraph 220.

194. Perry denies the allegations contained in paragraph 215.

195. Paragraph 221 does not set forth any allegations and need not be admitted nor denied.

196. Perry denies Plaintiffs are entitled to any relief against him as set forth in the Prayer for Relief, Paragraph 119.

II.

AFFIRMATIVE DEFENSES

1. While continuing to deny any and all liability to Plaintiffs, Plaintiffs' claims are barred by Section 24.009(a) of the Texas Business and Commerce Code.

2. While continuing to deny any and all liability to Plaintiffs, Plaintiffs' claims are barred because Plaintiffs come to the Court with unclean hands.

3. While continuing to deny any and all liability to Plaintiffs, Plaintiffs' claims are barred because Plaintiffs' own acts or omissions caused or contributed to their injury.

4. While continuing to deny any and all liability to Plaintiffs, Plaintiffs' claims are barred by the doctrine of laches.

5. While continuing to deny any and all liability to Plaintiffs, Plaintiffs' claims are barred, in whole or in part, by the applicable statute of limitations.

6. While continuing to deny any and all liability to Plaintiffs, Plaintiffs' claims are barred, in whole or in part, because at all times material Perry acted in good faith.

7. While continuing to deny any and all liability to Plaintiffs, Plaintiffs' claims are barred, in whole or in part, because Plaintiffs received reasonably equivalent value for the services Perry performed.

8. While continuing to deny any and all liability to Plaintiffs, Plaintiffs have failed to state a claim upon which relief can be granted.

9. While continuing to deny any and all liability to Plaintiffs, Plaintiffs' claims are barred because the claims and damages alleged in the Complaint were in all or in part the proximate result of acts or omissions of third parties or parties for which Perry is neither liable nor responsible.

10. While continuing to deny any and all liability to Plaintiffs, Plaintiffs' claims are barred by a failure to mitigate damages.

11. While continuing to deny any and all liability to Plaintiffs, Defendant is entitled to a credit or offset equal to the amount of any and all sums that the Plaintiffs have received or may hereinafter receive by way of settlement with any person or party.

III.
ATTORNEYS' FEES AND COSTS

12. Perry has been forced to retain the undersigned counsel to represent it in this lawsuit. Accordingly, Perry respectfully requests that the Court award Perry his reasonable

attorneys' fees and costs as are equitable and just pursuant to Section 24.013 of the Texas Business and Commerce Code.

IV.
PRAYER

Defendant J.D. Perry respectfully requests that this Court enter a judgment that Plaintiffs take nothing and that the Court assesses costs and Mr. Perry's reasonable attorneys' fees against Plaintiffs and award Mr. Perry other relief that the Court deems appropriate.

Respectfully submitted,

STANLEY, FRANK & ROSE, LLP.

/s/ Michael J. Stanley

Michael J. Stanley

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ATTORNEYS FOR DEFENDANT,

J.D. PERRY

CERTIFICATE OF SERVICE

I hereby certify that pursuant to the Federal Rules of Civil Procedure a true and correct copy of the above and foregoing document was served via ECF on counsel of record on this the 27th day of March 2014.

/s/ Michael J. Stanley
Michael J. Stanley